



Colonial First State Property Limited
ABN 20 085 313 926

Manager of the Commonwealth Property Office Fund

Responsible Entity:
Commonwealth Managed Investments Limited
ABN 33 084 098 180
AFSL 235384

Registered Address:
Level 7 48 Martin Place Sydney NSW 2000

Principal Office of the Manager:
Level 7 52 Martin Place
GPO Box 3892 Sydney NSW 2001 Australia
Telephone +61 2 9303 3500
Facsimile +61 2 9303 3622
Email CPOFeedback@colonialfirststate.com.au
Website colonialfirststate.com.au/cpof

Unit Registry:
Link Market Services Limited
Level 12 680 George Street Sydney NSW 2000
Telephone +61 2 8280 7105
Freecall 1800 500 710

4 February 2009

Dear unitholder,

Commonwealth Property Office Fund (CPA) – Unit Purchase Plan

On 22 January 2009, we announced a number of initiatives to strengthen CPA's balance sheet in order to improve our financial flexibility. These initiatives comprised:

- adjusting the Fund's distribution policy providing a greater alignment to underlying property earnings;
- a A\$192 million institutional placement; and
- a unit purchase plan (UPP).

The implementation of these initiatives highlights our focus on maintaining the strength and flexibility in our balance sheet, in a capital constrained market.

The revised distribution policy allows CPA to retain some cash flow to fund amortisation of fit-out incentives and leasing fees and the performance fee expense (if payable). The adjustment, which is effective from 1 January 2009, results in distribution guidance for the six months ended 30 June 2009 of 4.2 cents per unit, assuming there is no unforeseen material deterioration to economic conditions. The adjustment maintains the pass through nature of the Fund and more importantly preserves capital in the current volatile environment.

As part of the initiatives we are pleased to offer unitholders the opportunity to purchase units in CPA, through participation in the UPP.

How will CPA use the capital raised

The proceeds of the UPP will be used initially to retire debt and to improve financial flexibility and strengthen CPA's balance sheet.

The UPP offer of units to the value of A\$3,000 or A\$5,000

Unitholders are entitled to apply for A\$3,000 or A\$5,000 packages of units, representing a cost effective way to purchase units in CPA, without incurring brokerage or other transaction costs.

The units will be offered at a price of A\$0.80 per unit which is the same price as units purchased under the institutional placement. This price represents a discount of 11.1% to the closing price on 21 January 2009, the day prior to the announcement of the initiatives. Current unit price information is available on the CPA website and in major daily metropolitan newspapers.

New units issued as part of this UPP will be allotted on Thursday 12 March 2009. The new units will rank fully with existing units and will be entitled to receive the full distribution for the six-month period ending 30 June 2009.

For personal use only

Investors should be aware that the market price for units in CPA may fluctuate between the date of this offer and the date that units are allotted to you. This means that the price you pay per unit may be above or below the market price of CPA units at the time that the units are allotted to you under the UPP. Accordingly, you should seek your own financial advice in relation to this offer and your participation in the UPP.

Entitlement to participate

Participation is open to all registered unitholders on CPA's unit register as at 29 January 2009 (the Record Date) residing in Australia and New Zealand.

How to accept the offer

The offer closes at 5.00pm (Sydney time) on Tuesday 3 March 2009 and all acceptances must be received by Link Market Services Limited (the Unit Registry) on or before closing time. The Responsible Entity retains the right to close the offer earlier than announced.

If you wish to participate in the UPP, please read this letter, the Acceptance Form and its accompanying instructions and terms and conditions carefully.

Questions

If you have questions relating to the UPP, please contact the Unit Registry on 1800 500 710 (Australian unitholders) or +61 2 8280 7105 (New Zealand unitholders) between the hours of 8.30am – 5.30pm (Sydney time) Monday to Friday.

We welcome your participation in the UPP and thank you for your continued support of Commonwealth Property Office Fund.

Yours sincerely,



Charles Moore
Fund Manager

Commonwealth Property Office Fund ARSN 086 029 736

Responsible Entity:

Commonwealth Managed Investments Limited ABN 33 084 098 180

Manager:

Colonial First State Property Limited ABN 20 085 313 926

All Registry communications to:
Commonwealth Property Office Fund
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Freecall: 1800 500 710
Telephone: (02) 8280 7105
Facsimile: (02) 9287 0303
ASX Code: CPA
Email: cfs@linkmarketservices.com.au
Website: www.linkmarketservices.com.au

Allotment Date: 12 March 2009
Record Date: 29 January 2009
Price per unit: A\$0.80
SRN/HIN:

Offer Closes:
5:00pm (Sydney Time): 3 March 2009

UNIT PURCHASE PLAN ACCEPTANCE FORM

This is an offer to eligible unitholders to subscribe for units in CPA under the Terms and Conditions of the Unit Purchase Plan set out on the back of this Acceptance Form.

Please note:

- The Terms and Conditions of the Unit Purchase Plan outlined on the reverse of this Acceptance Form should be read carefully.
- Payments may only be made by BPAY®, cheque or bank draft in Australian dollars and drawn on an Australian branch of a financial institution. Cash payments will not be accepted.
- Payment by BPAY® or receipt by CPA of this Acceptance Form duly completed, together with the full subscription amount, will constitute acceptance of the offer in accordance with the Terms & Conditions of the Unit Purchase Plan and the Constitution of CPA by the unitholder named on this Acceptance Form. CPA may reject an acceptance of this offer, at its absolute discretion, if payment is not received in accordance with this offer, is incomplete or if the exact amount payable is not tendered.

Accepting this offer using BPAY®

- To pay via BPAY® refer to the Biller Code and Reference Number below.
- You are not required to return this Acceptance Form.

If you pay the subscription amount via BPAY®, you confirm that you are thereby subscribing for 3,750 Units (if the subscription amount is A\$3,000) or 6,250 Units (if the subscription amount is A\$5,000), and you certify that the aggregate of the subscription amount for those Units and any other Units in the class applied for under the Unit Purchase Plan, together with the amounts subscribed for in any similar plan offered by CPA in the 12 months prior to the date of this application, does not exceed A\$5,000.

Accepting this offer by cheque or bank draft

- Cheques or bank drafts are to be made payable to: "CPA – UPP Account" be in Australian dollars and crossed Not Negotiable.
- The completed Acceptance Form should be torn off below and forwarded with your payment to reach CPA's unit registry by **5:00pm (Sydney Time) on 3 March 2009**. Please allow sufficient time for collection and delivery by postal services as payments received after the closing date and time will not be processed.
- Please forward your Acceptance slip, along with the full subscription amount, in the reply paid envelope provided. Only unitholders with registry addresses in Australia and New Zealand are eligible to participate.
- Your form cannot be faxed to CPA's unit registry as payment must be attached to your Acceptance slip.

Mailing Address (within Australia) Commonwealth Property Office Fund C/- Link Market Services Limited, Reply Paid 3560, Sydney NSW 2001, Australia

Hand Delivery Address Commonwealth Property Office Fund C/- Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 (Please do not use this address for express post mailing)

This offer is non-renounceable – No Signature is required

If you require further information on how to complete this Acceptance Form please contact Link Market Services Limited on 1800 500 710 within Australia, or +61 2 8280 7105 for New Zealand unitholders.

Offer Closes: 5:00pm (Sydney Time) on 3 March 2009.

Please detach this tear-off slip and return with your cheque

Commonwealth Property Office Fund
ARSN 086 029 736

I/We wish to subscribe for (tick one box only):

3,750 Units
A\$3,000 **OR** 6,250 Units
A\$5,000



Billers Code: 50732

Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au
© Registered to BPAY Pty Ltd ABN 69 079 137 518

SRN/HIN

I/We certify that the aggregate of the subscription amount for the Units the subject of this Acceptance Form, and, any other Units in the class applied for by me/us under this Unit Purchase Plan, together with amounts subscribed in any similar plan offered by CPA in the last 12 months prior to the date of this application, does not exceed A\$5,000.

Payment Details (if paying by cheque or bank draft):

Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

Make your cheque or bank draft payable to "CPA – UPP Account"

Contact Details: Telephone Number – Business Hours

Contact Name (PRINT)

(must correspond with amount ticked above)

TERMS AND CONDITIONS OF UNIT PURCHASE PLAN

Who is eligible to participate in this UPP?

All persons registered as holders of fully paid ordinary units of CPA as at 5:00pm on the Record Date of 29 January 2009, whose address in CPA's unit register is in Australia or New Zealand, may participate in the Unit Purchase Plan ("Plan"). The Board of the Responsible Entity reasonably considers that it is not lawful or practical for unitholders in other jurisdictions to participate in the Plan. Participation is optional and is subject to these terms and conditions.

Where a trustee or nominee is a registered holder of units and is expressly noted on the register as holding units on account of a named beneficiary, the named beneficiary will be taken to be the holder of those units. A subscription for units, certification or issue of units to the trustee or nominee will be taken to be a subscription or certification by, or issue to, a named beneficiary so far as the subscription, certificates and issue relates to that named beneficiary.

If a trustee or nominee wishes to apply on behalf of its underlying beneficiaries, it will need to attach a schedule showing the names and addresses of each beneficiary and the number of units subscribed for, with the Acceptance Form.

The Acceptance Form includes a certification by the applicant, which is required by law, that the amount subscribed under the Plan, together with amounts subscribed under any similar plan offer by CPA in the last 12 months by the applicant does not exceed A\$5,000. Each unitholder will be able to make the certification because CPA has not made a Unit Purchase Plan offer in the last 12 months.

Offers made under the Plan are non-renounceable. This means that unitholders cannot transfer their right to purchase units under this Plan to another person.

Unitholders must select from one of the two parcels of units offered. If you do not wish to subscribe for units under the Plan, do not fill out this Acceptance Form.

In addition, CPA may choose to allot to any person fewer units than that person subscribed for under the Plan if the allotment of those units, either alone or in conjunction with the allotment of units under other applications received by CPA, would contravene any law or the listing rules of the Australian Securities Exchange Limited.

Note that the maximum number of 6,250 units will apply even if a unitholder received more than one offer (whether in respect of a joint holding or because the unitholder has more than one holding under separate unit accounts). CPA reserves the right to reject any acceptance where this rule has not been complied with.

How have we determined the Price?

The price per unit for each CPA Unit issued under this offer is A\$0.80. This price represents a discount of 11.1% to the closing price on 21 January 2009, the day prior to the announcement of the initiatives. The market price of units in CPA may rise or fall between the date of this offer and the date that the units are allotted to you. This means that the subscription price you pay for a unit may exceed the market price of a unit at the date of allotment of the units under this Plan. We recommend that you obtain your own financial advice in relation to this Plan and consider price movements of units in CPA prior to subscribing for units under this Plan.

When will CPA allot the units?

Units to be allotted under the Plan will be allotted on the Allotment Date anticipated to be 12 March 2009. Units allotted under the Plan will rank fully in all respects with all other fully paid ordinary units in CPA on the date of issue.

CPA will, promptly after allotment of units under this Plan, make an application for the units to be listed for quotation on the official list of the Australian Securities Exchange Limited.

Are there additional costs to participate?

No brokerage, commissions or other transaction costs will be payable by participants in respect of the subscription for, and allotment of, units under the Plan. You will only have to pay the aggregate subscription amount for the parcel of units selected in your Acceptance Slip.

Can the offer be changed?

The UPP may be amended, suspended, or terminated at any time and any administrative procedures deemed appropriate in relation to the UPP may be adopted. CPA reserves the right to accept or reject your application, to vary the date the offer closes, the date units are allotted and the date holding statements are dispatched to unitholders. Any variation of any date will be notified to the ASX.

Dispute Resolution

CPA may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan whether generally or in relation to any participant, or application, or units and the decision of CPA shall be conclusive and binding on all participants and other persons to whom the determination relates.

CPA reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of CPA under these conditions may be exercised by the Directors or any delegate of the Directors.

If you have any queries concerning the offer please contact CPA's unit registry on 1800 500 710 within Australia or +61 2 8280 7105 for New Zealand unitholders.

Payment and Lodgement Details

If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. Payment must be in Australian dollars. For more information: www.bpay.com.au

Cheques or bank drafts must be made payable to "CPA – UPP Account." To pay via BPAY® please contact your participating financial institution.

Completed cheques and Acceptance Forms should be returned using the reply-paid envelope provided. Alternatively, please mail or deliver to the address below. If paying by BPAY®, you do not need to return the Acceptance Form.

Mailing Address (within Australia) Commonwealth Property Office Fund C/- Link Market Services Limited, Reply Paid 3560, Sydney NSW 2001, Australia

Hand Delivery Address Commonwealth Property Office Fund C/- Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 (Please do not use this address for express post mailing)

Please ensure you allow enough time for mail delivery of your completed Acceptance slip and payment to be received by Link Market Services Limited on or before 5:00pm (Sydney Time) on 3 March 2009.

Privacy Clause: Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a unitholder (including your name, address and details of the units you hold) to be included in the public register of the entity in which you hold units. Information is collected to administer your unitholding and if some or all of the information is not collected then it might not be possible to administer your unitholding. Your personal information may be disclosed to the entity in which you hold units. You can obtain access to your personal information by contacting us at the address or telephone number shown on this Acceptance Form. Our privacy policy is available on our website (www.linkmarketservices.com.au).